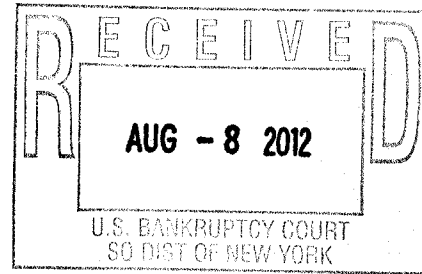


ORIGINAL



1 **RONALD W. BEALS, Chief Counsel**
2 **LINDA COHEN HARREL, Deputy Chief Counsel**
3 **CAROL QUAN, Assistant Chief Counsel**
4 **JERALD M. MONTOYA, Assistant Chief Counsel**
5 **LISA A. BRAHAM, Assistant Chief Counsel**
6 **STEVEN J. DADAIAN, Assistant Chief Counsel**

100 South Main Street, Suite 1300
Los Angeles, California 90012-3702
Telephone: (213) 687-6000
Facsimile: (213) 687-8300

7 **ALEXANDER PRIETO, Deputy Attorney, Bar Number 260901**
8 Attorneys for Moving Party, The People of the State of California,
9 acting by and through the Department of Transportation

10 UNITED STATES BANKRUPTCY COURT
11 SOUTHERN DISTRICT OF NEW YORK

12 In re:

13 RESIDENTIAL CAPITAL, LLC, *et al.*,

14
15 Debtors.
16
17
18
19
20
21
22
23

Chapter 11

Case No. 12-12020 (MG)

(Jointly Administered)

24 **MOTION FOR ADMISSION TO PRACTICE, *PRO HAC VICE***

25
26 I, Alexander Prieto, request admission, *pro hac vice*, before the Honorable Martin
27 Glenn, to represent The People of the State of California, by and through its Department of
28 Transportation in the above-referenced cases.

1 *I certify that I am a member in good standing* of the bar in the State of California.
2 Attached as Exhibit 1 is a Certificate of Good Standing with the State of California Bar
3 Association.

4 I have submitted the filing fee of \$200.00 with this motion for *pro hac vice* admission.
5

6 Dated: August 6, 2012
7

8 RONALD W. BEALS, LINDA COHEN HARREL,
9 CAROL QUAN, JERALD M. MONTTOYA,
10 LISA A. BRAHAM, STEVEN J. DADAIAN

11 By 
12

Alexander Prieto

13 Attorney for the People of the State of California,
14 acting by and through the Department of
15 Transportation

16 *Mailing Address:*

17 State of California Department of Transportation
18 100 South Main Street, 13th Floor
19 Los Angeles, CA 90012

20 *E-mail address:* alexander_prieto@dot.ca.gov

21 *Telephone number:* (213) 687- 6000
22
23
24
25
26
27
28



THE STATE BAR OF CALIFORNIA

180 HOWARD STREET, SAN FRANCISCO, CALIFORNIA 94105-1617

TELEPHONE: 888-800-3400

CERTIFICATE OF STANDING

July 24, 2012

TO WHOM IT MAY CONCERN:

This is to certify that according to the records of the State Bar, ALEXANDER PRIETO, #260901 was admitted to the practice of law in this state by the Supreme Court of California on December 5, 2008; and has been since that date, and is at date hereof, an ACTIVE member of the State Bar of California; and that no recommendation for discipline for professional or other misconduct has ever been made by the Board of Trustees or a Disciplinary Board to the Supreme Court of the State of California.

THE STATE BAR OF CALIFORNIA

A handwritten signature in cursive script, appearing to read "Louise Turner".

Louise Turner
Custodian of Membership Records

DECLARATION OF SERVICE

I am employed in the County of Los Angeles, State of California. I am over the age of eighteen years and not a party to the within action. My business address is 100 South Main Street, Suite 1300, Los Angeles, California 90012-3702. On August 6, 2012, I served (a) true copy(ies) of the following document(s), on the interested party(ies) to the said action:

- 1) **MOTION FOR ADMISSION TO PRACTICE, *PRO HAC VICE***
- 2) **ORDER GRANTING ADMISSION OF ALEXANDER PORIETO TO PRACTICE *PRO HAC VICE***

THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE
Southern District of New York
One Bowling Green
New York, NY 10004-1408

(Courtesy copy with CD of)
PROPOSED ORDER

[PLEASE SEE ATTACHED SERVICE LIST]

By the following means:

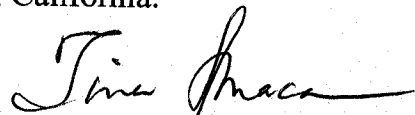
☒ **BY MAIL:** I am readily familiar with this office's practice of collection and processing correspondence and legal documents for mailing. Under that practice it would be deposited with U.S. Postal Service on that same day in a sealed envelope with postage thereon fully prepaid at Los Angeles, in the ordinary course of business.

☐ **OVERNIGHT MAIL:** By placing a true copy thereof, enclosed in a sealed envelope, to be delivered by hand to the addressee(s) shown above.

☐ **BY FACSIMILE:** By transmitting a true copy(ies) thereof by facsimile transmission from facsimile number (213) 897-2426 to the interested party(ies) to said action at the facsimile number(s) shown above.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 6, 2012, at Los Angeles, California.



Tina Macam
Declarant

DECLARATION OF SERVICE

I am employed in the County of Los Angeles, State of California. I am over the age of eighteen years and not a party to the within action. My business address is 100 South Main Street, Suite 1300, Los Angeles, California 90012-3702. On August 6, 2012, I served (a) true copy(ies) of the following document(s), on the interested party(ies) to the said action:

- 1) **MOTION FOR ADMISSION TO PRACTICE, *PRO HAC VICE***
- 2) **ORDER GRANTING ADMISSION OF ALEXANDER PORIETO TO PRACTICE *PRO HAC VICE***

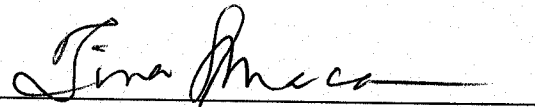
[PLEASE SEE ATTACHED SERVICE LIST]

By the following means:

- ☒ **BY MAIL:** I am readily familiar with this office's practice of collection and processing correspondence and legal documents for mailing. Under that practice it would be deposited with U.S. Postal Service on that same day in a sealed envelope with postage thereon fully prepaid at Los Angeles, in the ordinary course of business.
- ☐ **OVERNIGHT MAIL:** By placing a true copy thereof, enclosed in a sealed envelope, to be delivered by hand to the addressee(s) shown above.
- ☐ **BY FACSIMILE:** By transmitting a true copy(ies) thereof by facsimile transmission from facsimile number (213) 897-2426 to the interested party(ies) to said action at the facsimile number(s) shown above.
- ☐ **PERSONAL SERVICE:** By causing a true copy thereof, enclosed in a sealed envelope, to be delivered by hand to the addressee(s) shown above.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 6, 2012, at Los Angeles, California.


Tina Macam
Declarant

In Re: RESIDENTIAL CAPITAL, LLC, et al.

US Bankruptcy Court, SDNY Case No. 12-12020 (MG)

Chapter 11

AIG Asset Management US LLC

Attn Russell Lipman

80 Pine St

New York, NY 10038

212-770-0948

212-770-8528

Member of Official Committee of Unsecured Creditors

Allstate Life Insurance Company

Attn Peter A McElvain

3075 Sanders Rd Ste G5A

Northbrook, IL 60062

847-402-1477

847-402-6639

Member of Official Committee of Unsecured Creditors

Ally Bank-Tom Houghton

440 S Church St-# 1100

Charlotte, NC 28202

704-444-4825

tom.houghton@ally.com-Ally Bank

Ally Financial Inc

Jeffrey Brown Corporate Treasurer

440 S Church St-# 1100

Charlotte, NC 28202

704-540-6133

jeff.brown@amacfs.com; william.b.solomon@ally.com

Secured Lender under the Secured Revolver and Line of Credit

Alston & Bird LLP

John C Weitnauer Esq

One Atlantic Center

1201 West Peachtree St

Atlanta, GA 30309-3424

404-881-7000

404-253-8298

kit.weitnauer@alston.com

Counsel to Wells Fargo Bank, N.A. in its capacity as trustee, indenture trustee or master servicer of certain RMBS trusts

In Re: RESIDENTIAL CAPITAL, LLC, et al.
US Bankruptcy Court, SDNY Case No. 12-12020 (MG)
Chapter 11

Alston & Bird LLP
Martin G Bunin Esq & William Hao Esq
90 Park Ave
New York, NY 10016
212-210-9400
212-210-9444
marty.bunin@alston.com; william.hao@alston.com
Counsel to Wells Fargo Bank, N.A. in its capacity as trustee, indenture trustee or master servicer
of certain RMBS trusts

Alston & Bird LLP
William B Macurda
Bank of America Plaza Ste 4000
101 S Tryon St
Charlotte, NC 28280-4000
704-444-1000
704-444-1755
bill.macurda@alston.com
Counsel to Wells Fargo Bank, N.A. in its capacity as trustee, indenture trustee or master servicer
of certain RMBS trusts

Assistant Attorney General-
John Mark Stern bankruptcy & Collections Division-
PO Box 1254
Austin, TX 78711-2548
512-475-4868
john.stern@texasattorneygeneral.gov
Counsel to the Texas Comptroller of Public Accounts

Bank of New York Mellon
Sarah Stout & Jennifer J Provenzano
525 William Penn Place
Pittsburgh, PA 15259-0001
412-234-7536
Sarah.Stout@BNYMellon.com
Jennifer.Provenzano@BNYMellon.com; Michael.Spataro@BNYMellon.com;
Mageshwaran.Ramasamy@BNYMellon.com-Securitization/HELOC Trustee

In Re: RESIDENTIAL CAPITAL, LLC, et al.
US Bankruptcy Court, SDNY Case No. 12-12020 (MG)
Chapter 11

Barclays Bank PLC
Alicia Borys & Patrick Kerner
745 7th Ave 27th Fl
New York, NY 10019
212-526-4291; 212-526-1447
212-526-5115
alicia.borys@barclays.com; patrick.kerner@barclays.com
Barclays Bank PLC, as administrative agent under the Pre-Petition GSAP Facility

Barclays Bank PLC
Joe Tricamo & May Wong
1301 Sixth Ave
New York, NY 10019
212-320-7564; 212-320-7890
xrausloanops5@barclays.com
Barclays Bank PLC, as administrative agent under the Pre-Petition GSAP Facility

Barnes & Thornburg LLP
David M Powlen
1000 North West St Ste 1200
Wilmington, DE 19801
302-888-4536, 302-888-0246
david.powlen@btlaw.com
Counsel to USAA Federal Savings Bank

Barry B Eskanos JD MPA & Ami B Eskanos
3122 Pine Tree Dr
Miami Beach, FL 33140
305-613-6894
305-735-3437-
bbeskanos@aol.com
Creditor

Bernstein Litowitz Berger & Grossmann LLP
David R Stickney & Jonathan D Uslander & Matthew P Jubenville
12481 High Bluff Dr Ste 300
San Diego, CA 92130
858-793-0700, 858-793-0323
-davids@blbglaw.com; jonathanu@blbglaw.com; matthewj@blbglaw.com-
Counsel to Cambridge Place Investments Management Inc.

In Re: RESIDENTIAL CAPITAL, LLC, et al.
US Bankruptcy Court, SDNY Case No. 12-12020 (MG)
Chapter 11

Bernstein Litowitz Berger & Grossmann LLP-Jai K Chandrasekhar
1285 Avenue of the Americas
New York, NY 10019
212-554-1400, 212-554-1444
jai@blbglaw.com
Counsel to Cambridge Place Investments Management Inc.

BMMZ Holding LLC-c/o Ally Financial Inc, Attn Courtney Lowman
200 Renaissance Center
Mail Code 482-B12-B96
Detroit, MI 48265-2000
313-656-6711
courtney.lowman@ally.com
Buyer under the Pre-Petition Ally Repo Facility

Brian Kessler, et al-c/o Walters Bender Strohbehn & Vaughan, P.C.
2500 City Center Square,
1100 Main, Suite 2500
Kansas City, MO 64105
816-421-6620
816-421-4747
jhaake@wbsvlaw.com
Top 50 Creditors

Cadwalader Wickersham & Taft LLP
Gregory M Petrick & Ingrid Bagby
One World Financial Center
New York, NY 10281
212-504-6000
212-504-6666
gregory.petrick@cwt.com;ingrid.bagby@cwt.com
Counsel to MBIA Insurance Corporation

Cadwalader Wickersham & Taft LLP-Mark C Ellenberg Esq-
700 Sixth St NW
Washington, DC 20001
202-862-2200, 202-862-2400
mark.ellenberg@cwt.com
Counsel to MBIA Insurance Corporation

In Re: RESIDENTIAL CAPITAL, LLC, et al.
US Bankruptcy Court, SDNY Case No. 12-12020 (MG)
Chapter 11

Cohen Milstein Sellers & Toll PLLC
Joel P Laitman, Christopher Lometti, Michael B Eisenkraft, Daniel B Rehns & Kenneth M Rehns
88 Pine St 14th Fl
New York, NY 10005
212-838-7797, 212-838-7745-
jlaitman@cohenmilstein.com; clometti@cohenmilstein.com; meisenkraft@cohenmilstein.com; drehns@cohenmilstein.com; krehns@cohenmilstein.com
Counsel to Lead Plaintiff

Cole Schotz Meisel Forman & Leonard PA-Michael D Warner & Emily S Chou
301 Commerce St Ste 1700
Fort Worth, TX 76102
817-810-5250
817-810-5255
mwarner@coleschotz.com; echou@coleschotz.com
Counsel to HP Enterprise Services LLC

Commonwealth of Pennsylvania, Department of Labor and Industry
Joseph Kots-Reading Bankruptcy & Compliance Unit
625 Cherry St Rm 203
Reading, PA 19602-1152
610-378-4511, 610-378-4459
ra-li-ucts-bankrupt@state.pa.us
Commonwealth of Pennsylvania, Department of Labor and Industry, Office of Unemployment
Compensation Tax Services (UCTS)

Crowe & Dunlevy PC
William H. Hoch
20 N. Broadway Ave., Ste. 1800
Oklahoma City, OK 73102
405-235-7700
405-239-6651
will.hoch@crowedunlevy.com
Counsel to MidFirst Bank

Curtis Mallet-Prevost Colt & Mosle LLP
Maryann Gallagher Esq
101 Park Ave
New York, NY 10178-0061
212-696-8881
212-697-1559
-mgallagher@curtis.com
Proposed Conflicts Counsel for the Debtors

In Re: RESIDENTIAL CAPITAL, LLC, et al.

US Bankruptcy Court, SDNY Case No. 12-12020 (MG)
Chapter 11

Curtis Mallet-Prevost Colt & Mosle LLP

Michael A Cohen Esq

101 Park Ave

New York, NY 10178-0061

212-696-6900

212-697-1559

macohen@curtis.com

Proposed Conflicts Counsel for the Debtors

Curtis Mallet-Prevost Colt & Mosle LLP

Steven J Reisman Esq

101 Park Ave

New York, NY 10178-0061

212-969-6065, 212-697-1559

sreisman@curtis.com

Proposed Conflicts Counsel for the Debtors

David P Stich Esq

521 Fifth Ave 17th Fl

New York, NY 10175

646-554-4421

Counsel to NYCTL 2011-A Trust

Dechert LLP

Glenn E Siegel, Hector Gonzalez, Brian E Greer & Mauricio A Espana

1095 Avenue of the Americas

New York, NY 10036-6797

212-698-3500, 212-698-3599-

glenn.siegel@dechert.com; hector.gonzalez@dechert.com; brian.greer@dechert.com; mauricio.espana@dechert.com

Counsel to Bank of New York Mellon Trust Company NA

Deutsche Bank-Rosa Mendez-Corporate Trust Department

1761 E. St. Andrew Place-

Santa Ana, CA 92705-4934

714-247-6309, 714-855-1556

rosa.mendez@db.com

Securitization Trustee

In Re: RESIDENTIAL CAPITAL, LLC, et al.

US Bankruptcy Court, SDNY Case No. 12-12020 (MG)

Chapter 11

Deutsche Bank Trust Company Americas

Attn Brendan Meyer

Harborside Financial Center-

100 Plaza One MS: JCY03-0699

Jersey City, NJ 07311-3901

201-593-8545, 646-502-4546

Brendan.meyer@db.com

Member of Official Committee of Unsecured Creditors

Diem T Nguyen

16478 Beach Blvd No 331

Westminister, CA 92683

714-742-5371

diem.home@gmail.com

Interested Party, Diem T Nguyen

Duane Morris LLP

Gerald S Catalanello Esq & James J Bincequerra Esq

1540 Broadway

New York, NY 10036

212-692-1000

212-692-1020

gcatalanello@duanemorris.com; jvincequerra@duanemorris.com

Counsel to Green Planet Servicing LLC

Fannie Mae

Catherine Lashe

950 East Paces Ferry Road, Suite 1900

Atlanta, GA 30326

404-398-6901

catherine_lasher@fanniemae.com

GSE - Fannie Mae

Fein Such & Crane LLP

Mark K Broyles Esq

28 East Main St Ste 1800

Rochester, NY 14614

585-232-7400

585-325-3119

broylesmk@rgcattys.com

Counsel to Bank of America NA, Aurora Loan Services & Residential Capital LLC

In Re: RESIDENTIAL CAPITAL, LLC, et al.

US Bankruptcy Court, SDNY Case No. 12-12020 (MG)

Chapter 11

FIDC

Dennis J Early

Counsel - Legal Division

3501 Fairfax Dr Rm VS-D-7076

Arlington, VA 22226-3500

703-562-2739

dearly@fdic.gov

Counsel to the FDIC

Financial Guaranty Insurance Company

Attn John Dubel

125 Park Ave

New York, NY 10017

212-312-3399

Member of Official Committee of Unsecured Creditors

Foley & Mansfield PLLP

Thomas J Lallier

250 Marquette Ave Ste 1200

Minneapolis, MN 55401

612-338-8788, 612-338-8690

tlallier@foleymansfield.com

Counsel to TCF National Bank

Freddie Mac

Kenton W Hambrick Associate General Counsel

M/S202

8200 Jones Branch Dr

McLean, VA 22102

703-903-2473, 703-903-3692

kenton_hambrick@freddiemac.com

Counsel to Freddie Mac

Freeborn & Peters LLP

Devon J Eggert Esq

311 S Wacker Dr Ste 3000

Chicago, IL 60606-6677

312-360-6000

312-360-6520

deggert@freebornpeters.com

Counsel to Mercer (US) Inc.

In Re: RESIDENTIAL CAPITAL, LLC, et al.

US Bankruptcy Court, SDNY Case No. 12-12020 (MG)

Chapter 11

Freeborn & Peters LLP
Thomas R Fawkes Esq
311 S Wacker Dr Ste 3000
Chicago, IL 60606-6677
312-360-6000
312-360-6520
tfawkes@freebornpeters.com
Counsel to Mercer (US) Inc.

Gibbons PC
Attn Jeffrey S Berkowitz Esq
One Pennsylvania Plaza 37th Fl
New York, NY 10119-3701
212-613-2000, 212-290-2018
jberkowitz@gibbonslaw.com
Counsel to Wells Fargo Bank, NA

Gibbons PC
Attn Karen A Giannelli Esq
One Gateway Center 9th Fl
Newark, NJ 07102-5310
973-596-4500, 973-596-0545
kgiannelli@gibbonslaw.com
Counsel to Wells Fargo Bank, NA

Gibbs & Bruns LLP
Kathy D Patrick Esq & Scott A Humphries Esq
1100 Louisiana Ste 5300
Houston, TX 77002
713-650-8805, 713-750-0903
kpatrick@gibbsbruns.com; shumphries@gibbsbruns.com
Counsel to Ad Hoc RMBS Holder Group

Gibbs & Bruns, L.L.P.
Kathy D. Patrick
1100 Louisiana, Suite 5300
Houston, TX 77002
kpatrick@gibbsbruns.com
Counsel for the Institutional Investors

In Re: RESIDENTIAL CAPITAL, LLC, et al.

US Bankruptcy Court, SDNY Case No. 12-12020 (MG)

Chapter 11

Ginnie Mae
Ted Tozer
550 12 St. SW, 3rd Floor
Washington, DC 20024
202-485-5010
theodore.w.tozer@hud.gov
GSE – Ginnie Mae

Grant & Eisenhofer PA
Georffrey C Jarvis Matthew P Morris & Deborah A Elman
485 Lexington Ave 29th Fl
New York, NY 10017
646-722-8500
646-722-8501
gjarvis@gelaw.com; mpmorris@gelaw.com; delman@gelaw.com
Counsel to Stichting Pensioenfond ABP, huntington Bancshares Inc, John Hancock Life Insurance Company (U.S.A.), John Hancock Life Insurance Company (U.S.A.) Separate Account 6A & John Hancock Life Insurance Company (U.S.A.) Separate Account 131

HP Enterprise Services LLC
Ayala Hassell Esq
5400 Legacy Dr
Plano, TX 75024
972-605-5507
972-605-5616
ayala.hassell@hp.com
Counsel to HP Enterprise Services LLC

IBM Corporation
Attn Shawn Konig
1360 Rene Levesque W Ste 400
Montreal, QC-H3G 2W6
Canada
Counsel to IBM Corporation

Jones Day-Carle E Black
901 Lakeside Ave
Cleveland, OH 44114
216-586-3939, 216-579-0212
ceblack@jonesday.com
Counsel to Financial Guaranty Insurance Company

In Re: RESIDENTIAL CAPITAL, LLC, et al.

US Bankruptcy Court, SDNY Case No. 12-12020 (MG)

Chapter 11

Jones Day

Corinne Ball, Richard L Wynne & Lance E Mill

222 East 41st Street

New York, NY 10017

212-326-3939

212-755-7306

cball@jonesday.com; rlwynne@jonesday.com; lemiller@jonesday.com

Counsel to Financial Guaranty Insurance Company

Kasowitz, Benson, Torres & Friedman LLP

Andrew K Glenn, Matthew B Stein, Daniel A Fliman & Nii Amar Amamoo

1633 Broadway

New York, NY 10019

212-506-1700, 212-506-

1800aglenn@kasowitz.com; mstein@kasowitz.com; dfliman@kasowitz.com; namamoo@kasowitz.com

Counsel to the Federal Housing Finance Agency as Conservator of the Federal National Mortgage Association ("Fannie Mae") and the Federal Home Loan Mortgage Corporation

Kilpatrick & Associates PC

Richardo I Kilpatrick

903 North Opdyke Rd Ste C

Auburn Hills, MI 48326

248-377-0700

ecf@kaalaw.com

Counsel to Oakland County Treasurer

King & Spalding LLP

W. Austin Jowers & Paul K. Ferdinands & Thaddeus D. Wilson

1180 Peachtree Street N.E.

Atlanta, GA 30309

404-572-4600

404-572-5100

thadwilson@kslaw.com; ajowers@kslaw.com; pferdinands@kslaw.com

Counsel to Lone Star U.S. Acquisitions, LLC

Klestadt & Winters LLP

Attn Tracy L Klestadt & Joseph C Corneau

570 Seventh Ave 17th Fl

New York, NY 10018

212-972-3000, 212-972-2245

tklestadt@klestadt.com; jcorneau@klestadt.com

Counsel to Tracy L Klestadt, in his Capacity as Chapter 7 Trustee of Alliance Mortgage Investments, Inc. and Alliance Bancorp

In Re: RESIDENTIAL CAPITAL, LLC, et al.

US Bankruptcy Court, SDNY Case No. 12-12020 (MG)

Chapter 11

Kurtzman Carson Consultants
Alison M. Tearnen Schepper
rescapinfo@kccllc.com
Claims and Noticing Agent

Law Offices of Christopher Green
Christopher E. Green
Two Union Square Suite 4285
601 Union Street
Seattle, WA 98101
206-686-4558
206-686-2558
Counsel to Interested Party, Mary Perkins White

Law Offices of Robert E Luna PC
Andrea Sheehan
4411 N Central Expressway
Dallas, TX 75205
214-521-8000
214-521-1738
sheehan@txschoolaw.com
Counsel to Carrollton-Farmers Branch Independent School District and Lewisville Independent School District

Linebarger Goggan Blair & Sampson LLP
Diana W Sander
Po Box 17428
Austin, TX 78760
512-447-6675
512-443-5114
austin.bankruptcy@publicans.com
Counsel to City of McAllen, South Texas ISD, South Texas College & Cameron County

Linebarger Goggan Blair & Sampson LLP
Elizabeth Weller
2323 Bryan St Ste 1600
Dallas, TX 75201
214-880-0089
469-221-5002
dallas.bankruptcy@publicans.com
Counsel to Dallas County

In Re: RESIDENTIAL CAPITAL, LLC, et al.

US Bankruptcy Court, SDNY Case No. 12-12020 (MG)

Chapter 11

Linebarger Goggan Blair & Sampson LLP

John P Dillman Esq

PO Box 3064

Houston, TX 77253-3064

713-844-3478

713-844-3503

houston_bankruptcy@lgbs.com-Counsel to Texas Taxing Authorities - Katy ISD, Matagorda County, Cypress-Fairbanks ISD, Tyler County, Cleveland ISD, Fort Bend County, Montgomery County, Harris County, Galveston County, Orange County

Lowenstein Sandler PC-Andrew Behlmann

1251 Avenue of the Americas 18th Fl

New York, NY 10020

212-262-6700

212-262-7402

abehlmann@lowenstein.com

Counsel to The Union Central Life Insurance Company, Ameritas Life Insurance Corp. and Acacia Life Insurance Company ; and Cambridge Place Investments Management Inc.

Lowenstein Sandler PC

Andrew Behlmann

65 Livingston Ave

Roseland, NJ 07068

973-597-2500, 973-597-2481

abehlmann@lowenstein.com

Counsel to The Union Central Life Insurance Company, Ameritas Life Insurance Corp. and Acacia Life Insurance Company ; and Cambridge Place Investments Management Inc.

Lowenstein Sandler PC-Michael S Etkin & Ira M Levee

1251 Avenue of the Americas 18th Fl

New York, NY 10020

212-262-6700, 212-262-7402

metkin@lowenstein.com;ilevee@lowenstein.com

Counsel to Lead Plaintiff; o The Union Central Life Insurance Company, Ameritas Life Insurance Corp. and Acacia Life Insurance Company ; and Cambridge Place Investments Management Inc.

In Re: RESIDENTIAL CAPITAL, LLC, et al.

US Bankruptcy Court, SDNY Case No. 12-12020 (MG)

Chapter 11

Lowenstein Sandler PC
Michael S Etkin & Ira M Levee
65 Livingston Ave
Roseland, NJ 07068
973-597-2500
973-597-2481

metkin@lowenstein.com; ilevee@lowenstein.com

Counsel to Lead Plaintiff; o The Union Central Life Insurance Company, Ameritas Life Insurance Corp. and Acacia Life Insurance Company ; and Cambridge Place Investments Management Inc.

M&TCC
1 M&T Plaza, 7th Floor
Buffalo, NY 14203
Securitization Trustee

Manatee County Tax Collector
Susan D Profant & Ken Burton Jr
4333 US 301 North
Ellenton, FL-34222
941-741-4832
941-721-2008
susanp@taxcollector.com
Counsel to Manatee County Tax Collector

Mathis, Riggs & Prather PSC
Donald T Prather
500 Main St Ste 5
Shelbyville, KY 40065
502-633-5220, 502-633-0667
dprather@iglou.com
Counsel to Donald T Prather, Trustee

MBIA Insurance Corporation
Attn Mitchell Sonkin
113 King St
Armonk, NY 10504
914-765-3640
914-765-3646
Member of Official Committee of Unsecured Creditors

In Re: RESIDENTIAL CAPITAL, LLC, et al.

US Bankruptcy Court, SDNY Case No. 12-12020 (MG)
Chapter 11

McKool Smith
Attn: Paul D. Moak
600 Travis St., Suite 7000
Houston, TX 77002
713-485-7302
713-485-7344
pmoak@McKoolSmith.com
Counsel to GSE - Freddie Mac

McKool Smith PC
Michael R Carney
One Bryant Park 47th Fl
New York, NY 10036
212-402-9400, 212-402-9444
mcarney@mckoolsmith.com
Counsel to Freddie Mac

McKool Smith PC
Paul D Moak
600 Travis St., Suite 7000
Houston, TX 77002
713-485-7300
713-485-7344
pmoak@McKoolSmith.com
Counsel to Freddie Mac

Morgan Lewis & Bockius LLP
James L Garrity Jr
101 Park Ave
New York, NY 10178-0600
212-309-6000, 212-309-6001
jgarrity@morganlewis.com
Counsel to Deutsche Bank Trust Company Americas and Deutsche Bank National Trust
Company, as trustees of certain mortgage backed securities trust

Morgan Lewis & Bockius LLP
Michael S Kraut
101 Park Ave
New York, NY 10178-0600
212-309-6000
212-309-6001
mkraut@morganlewis.com
Counsel to Deutsche Bank Trust Company Americas and Deutsche Bank National Trust
Company, as trustees of certain mortgage backed securities trust

In Re: RESIDENTIAL CAPITAL, LLC, et al.

US Bankruptcy Court, SDNY Case No. 12-12020 (MG)
Chapter 11

Morgan Lewis & Bockius LLP

Patrick D Fleming

101 Park Ave

New York, NY 10178-0600

212-309-6000

212-309-6001

pfleming@morganlewis.com

Counsel to Deutsche Bank Trust Company Americas and Deutsche Bank National Trust Company, as trustees of certain mortgage backed securities trust

Moritt Hock & Hamroff LLP

Leslie Ann Berkoff

400 Garden City Plaza

Garden City, NY 11530

516-873-2000

516-873-2010

lberkoff@moritthock.com

Counsel to Cal-Western Reconveyance Corporation

Morrison Cohen LLP

Joseph T Moldovan Esq

909 Third Ave

New York, NY 10022

212-735-8600, 212-735-8708

jmoldovan@morrisoncohen.com; bankruptcy@morrisoncohen.com

Counsel to the Independent Directors of the Residential Capital, LLC

Munger Tolles & Olson LLP

Seth Goldman

355 S Grand Ave

Los Angeles, CA 90071

213-683-9100

seth.goldman@mto.com

Counsel to Berkshire Hathaway Inc

Munger Tolles & Olson LLP

Thomas B Walper

355 S Grand Ave

Los Angeles, CA 90071

213-683-9100

Thomas.walper@mto.com

Counsel to Berkshire Hathaway Inc

In Re: RESIDENTIAL CAPITAL, LLC, et al.

US Bankruptcy Court, SDNY Case No. 12-12020 (MG)

Chapter 11

Office of Attorney General

Carol E. Momjian, Senior Deputy Attorney General

21 S. 12th Street, 3rd Floor

Philadelphia, PA 19107-3603

215-560-2128, 215-560-2202

cmomjian@attorneygeneral.gov

Counsel to Commonwealth of Pennsylvania, Department of Revenue, Bureau of Compliance

Patterson Belknap Webb & Tyler LLP

David W Dykhous & Brian P Guiney

1133 Avenue of the Americas

New York, NY 10036-6710

212-336-2000

212-336-2222

dwdykhous@pbwt.com; bguiney@pbwt.com

Counsel to Ambac Assurance Corporation

Paul N Papas II

Mylegalhelpusa.com-

4727 E Bell Rd Ste 45-350

Phoenix, AZ 85032

602-493-2016

Paul_Papas@mylegalhelpusa.com

Counsel to Paul N Papas II

Perdue Brandon Fielder Collins & Mott LLP

c/o Elizabeth Banda Calvo

PO Box 13430

Arlington, TX 76094-0430

817-461-3344

817-860-6509

ebcalvo@pbfc.com

Counsel to Johnson County et al, Richardson ISD

Pillsbury Winthrop Shaw Pittman LLP

Attn Ana N Damonte Esq

50 Fremont St

PO Box 7880

San Francisco, CA 94120-7880

415-983-1000

415-983-1200

ana.damonte@pillsburylaw.com

Counsel to 2255 Partners LP

Polsinelli Shughart PC

In Re: RESIDENTIAL CAPITAL, LLC, et al.

US Bankruptcy Court, SDNY Case No. 12-12020 (MG)

Chapter 11

Daniel J Flanigan & Jason A Nagi

805 Third Ave Ste 2020

New York, NY 10022

212-684-0199

212-759-8290

dflanigan@polsinelli.com; jnagi@polsinelli.com

Counsel to Representative Plaintiffs and the Putative Class

Proskauer Rose LLP

Irena M Goldstein

Eleven Times Square

New York, NY 10036

212-969-3000

212-969-2900

igoldstein@proskauer.com

Counsel to Assured Guaranty Municipal Corp

Proskauer Rose LLP

Scott K Rutsky & Jared D Zajac

Eleven Times Square

New York, NY 10036

212-969-3000

212-969-2900

srutsky@proskauer.com; jzajac@proskauer.com

Counsel to Dallas CPT Fee Owner LP

Quinn Emanuel Urquhart & Sullivan LLP

Daniel L Brockett & David D Burnett

51 Madison Ave 22nd Fl

New York, NY 10010

212-849-7000, 212-849-7100

danbrockett@quinnemanuel.com; daveburnett@quinnemanuel.com

Counsel to The Prudential Insurance Company of America, The Gibraltar Life Insurance Company, Ltd., Park Place Commerce Investments, LLC, Prudential Retirement Insurance and Annuity Company, Prudential Annuities Life Insurance Corporation, Pruco Life Insurance Company of New Jersey, Commerce Street Investments, LLC, Institutional Core Bond Fund of the Prudential Trust Company Master Commingled Investment Fund for Tax Exempt Trusts, Institutional Core Plus Bond Fund of the Prudential Trust Company Master Commingled Investment Fund for Tax Exempt Trusts, Pru Alpha Fixed Income Opportunity Master Fund I, L.P., Pruco Life Insurance Company, Prudential Annuities Life Assurance Corporation, Prudential Investment Portfolios 2, Prudential Core Short-Term Bond Fund, Prudential Total Return Bond Fund, Inc., Prudential Trust Company, as Trustee for Prudential Merged Retirement Plan, The Prudential Investment Portfolios, Inc., Asset Allocation Fund, The Prudential Life Insurance Company, Ltd., and The Prudential Series Fund, Diversified Bond Portfolio

In Re: RESIDENTIAL CAPITAL, LLC, et al.

US Bankruptcy Court, SDNY Case No. 12-12020 (MG)

Chapter 11

Quinn Emanuel Urquhart & Sullivan LLP-Susheel Kirpalani & Scott C Shelley

51 Madison Ave 22nd Fl

New York, NY 10010

212-849-70

212-849-7100

susheelkirpalani@quinnemanuel.com;scottshelley@quinnemanuel.com

Counsel to AIG Asset Management (US) LLC

Reilly Pozner LLP

Michael A Rollin

1900 16th St Ste 1700

Denver, CO 80202

303-893-6100

303-893-6110

mrollin@rplaw.com

Counsel to Lehman Brothers Holdings Inc

Robbins Gellar Rudman & Dowd LLP

Christopher M Wood

One Montgomery Steet Ste 1800

Post Montgomery Center

San Francisco, CA 94104

415-288-4545

415-288-4534

cwood@rgrdlaw.com

Counsel to The Union Central Life Insurance Company, Ameritas Life Insurance Corp. and Acacia Life Insurance Company

Robbins Gellar Rudman & Dowd LLP

Steven W Pepich

655 West Broadway Ste 1900

San Diego, CA 92101

619-231-1058

619-231-7423

stevep@rgrdlaw.com

Counsel to The Union Central Life Insurance Company, Ameritas Life Insurance Corp. and Acacia Life Insurance Company

Ropes & Gray LLP

D Ross Martin Esq & Keith H Wofford Esq

1211 Avenue of the Americas

New York, NY 10036-8704

212-596-9000, 212-596-9090

Ross.martin@ropesgray.com;keith.wofford@ropesgray.com

Counsel to Ad Hoc RMBS Holder Group

In Re: RESIDENTIAL CAPITAL, LLC, et al.

US Bankruptcy Court, SDNY Case No. 12-12020 (MG)

Chapter 11

Ropes & Gray LLP

D. Ross Martin

Prudential Tower

800 Boylston Street

Boston, MA 02199

----Ross.martin@ropesgray.com

Counsel for the Institutional Investors

Rowen L Drenne as Representative for the Plaintiffs Brian Kessler et al

3725 N Indiana

Kansas City, MO-64117

816-726-4615

816-523-3530

Member of Official Committee of Unsecured Creditors

Samuel I White PC

D Carol Sasser Esq

5040 Corporate Woods Dr Ste 120

Virginia Beach, VA 23462

757-490-9284, 757-497-2802

dsasser@siwpc.com

Counsel to Samuel I White PC

Samuel I White PC

Donna J Hall Esq

5040 Corporate Woods Dr Ste 120

Virginia Beach, VA 23462

757-457-1485, 757-497-1193

dhall@siwpc.com

Counsel to Samuel I White PC

Scarinci & Hollenbeck LLC

Joel R Gluckman Esq

1100 Valley Brook Ave

PO Box 790

Lyndhurst, NJ 07071-0790

201-896-4100

jglucksman@scarincihollenbeck.com

Counsel to the City of Union City, New Jersey; and Counsel to Township of Wall

In Re: RESIDENTIAL CAPITAL, LLC, et al.

US Bankruptcy Court, SDNY Case No. 12-12020 (MG)

Chapter 11

Schnader Harrison Segal & Lewis LLP
Barry Bressler & Richard A Barkasy
1600 Market St Ste 3600
Philadelphia, PA 19103-7286
215-751-2050
215-751-2205
bbressler@schnader.com; rbarkasy@schnader.com
Counsel to Liberty Property Limited Partnership

Schnader Harrison Segal & Lewis LLP
Benjamin P Deutsch Esq
140 Broadway Ste 3100
New York, NY 10005-1101
212-973-8000
212-972-8798
bdeutsch@schnader.com
Counsel to Liberty Property Limited Partnership

Secretary of State
123 William St
New York, NY 10038-3804
212-417-5800
212-417-2383
Secretary of the State

Secretary of State, Division of Corporations
99 Washington Ave, Ste 600
One Commerce Plz
Albany, NY 12231-0001
518-473-2492
518-474-141
Secretary of the State - Division of Corporations

Seward & Kissell LLP
Greg S Bateman
One Battery Park Plaza
New York, NY 10004
212-574-1436
212-480-8421
bateman@sewkis.com
Wells Fargo Bank, N.A., as collateral agent for the Prepetition Junior Secured Notes, as collateral agent for the Prepetition Ally Revolver, and as collateral control agent under the Intercreditor Agreement, dated as June 6, 2008

Seward & Kissell LLP

In Re: RESIDENTIAL CAPITAL, LLC, et al.

US Bankruptcy Court, SDNY Case No. 12-12020 (MG)

Chapter 11

Ronald L Cohen & Kalyan Das
One Battery Park Plaza
New York, NY-10004
212-574-1200, 212-480-8421
cohen@sewkis.com; das@sewkis.com
Counsel to US Bank National Association as Securitization Trustee

Shafferman & Feldman LLP
Joel M Shafferman Esq
286 Madison Ave Ste 502
New York, NY 10017
212-509-1802
Counsel to NYCTL 2011-A Trust

Shapiro Blasi Wasserman & Gora PA
Thomas A Conrad Esq
7000 Glades Rd Ste 400
Boca Raton, FL 33434
516-477-7800
516-477-7722
taconrad@sblawfirm.com
Counsel to Petra Finance LLC

Shearman & Sterling LLP
Fredric Sosnick & Susan A Fennessey
599 Lexington Ave
New York, NY 10022
212-848-4000, 646-848-7179
fsosnick@shearman.com; sfennessey@shearman.com
Counsel to Citibank NA

Stinson Morrison Hecker LLP
Andrew W. Muller
1201 Walnut, Ste. 2900
Kansas City, MO 64106
816-842-8600
816-691-3495
amuller@stinson.com
Counsel to Bank of the West

In Re: RESIDENTIAL CAPITAL, LLC, et al.

US Bankruptcy Court, SDNY Case No. 12-12020 (MG)

Chapter 11

Sullivan Hazeltine Allinson LLC

William A Hazeltine Esq

901 N Market St Ste 1300

Wilmington, DE 19801

302-428-8191

302-428-8195

whazeltine@sha-llc.com

Counsel to Mortgage Electronic Registration Systems Inc and MERSCOPR Inc ("MERS")

Talcott Franklin P.C.

Attn: Talcott J. Franklin

208 N. Market Street, Suite 200

Dallas, TX 75202

214-736-8730

--tal@talcottfranklin.com

Counsel for Institutional Investors

TCF National Bank

Janella J Miller Senior Vice President & Senior Counsel

200 Lake St

Wayzata, MN 55391

952-745-2716

jmiller@tcfbank.com

Counsel to TCF National Bank

The Bank of New York Mellon

Attn Robert H Major Vice President

6525 West Campus Oval

New Albany, OH-43054

614-775-5278, 614-775-5636

robert.major@bnymellon.com

Member of Official Committee of Unsecured Creditors

The Canada Trust Company-Susan Khokher

79 Wellington Street, West, 8th Floor

PO Box 1, Toronto-Dominion Centre

Toronto, ON-M5K 1A2

Canada

416-308-3825, 416-983-2044

susan.khokher@tdsecurities.com; kathryn.thorpe@tdsecurities.com;

Adam.Parkin@tdsecurities.com; Christopher.stevens@tdsecurities.com;

Securitization Trustee

In Re: RESIDENTIAL CAPITAL, LLC, et al.

US Bankruptcy Court, SDNY Case No. 12-12020 (MG)

Chapter 11

U.S. Bank National Association

Attn: Mamta K Scott

190 S. LaSalle Street

Chicago, IL 60603

312-332-6578

mamta.scott@usbank.com

Member of Official Committee of Unsecured Creditors

U.S. Bank National Association

Michelle Moeller

60 Livingston Ave.

St. Paul, MN 55107

651-495-3839

866-869-1624

michelle.moeller@usbank.com

Securitization/HELOC Trustee

U.S. Bank National Association

Tanver Ashraf, Corporate Trust Services

West Side Flats, EP-Mn-WS3D

60 Livingston Ave.

St. Paul, MN 55107

651-495-3882

866-831-7910

tanveer.ashraf@usbank.com

Securitization/HELOC Trustee

U.S. Department of Justice

Attn: Glenn D. Gillette

Civil Division

1100 L Street NW, Room 10018

Washington, DC 20005

Glenn.Gillett@usdoj.gov

Counsel to GSE - Ginnie Mae

Walters Bender Stohbehn & Vaughan PC

J Michael Vaughan & David M Skeens

2500 City Center Square

1100 Main St

Kansas City, MO 64105

816-421-6620

816-421-4747

mvaughan@wbsvlaw.com; dskeens@wbsvlaw.com

Counsel to Representative Plaintiffs and the Putative Class

In Re: RESIDENTIAL CAPITAL, LLC, et al.

US Bankruptcy Court, SDNY Case No. 12-12020 (MG)

Chapter 11

Wells Fargo Bank, N.A
Kelly Rentz-Corporate Trust Services
9062 Old Annapolis Road
Columbia, MD 21045
410-884-2208
410-715-2380
kelly.j.rentz@wellsfargo.com; Nichlaus.M.Ross@wellsfargo.com;
Sharon.Squillario@wellsfargo.com mary.l.sohlberg@wellsfargo.com
Securitization/HELOC Trustee

Wells Fargo Law Department
Kristi Garcia Esq Senior Counsel
MAC T7405-010
4101 Wiseman Blvd
San Antonio, TX 78251
210-543-5747, 210-543-3015
kristi.garcia@wellsfargo.com
Counsel to Wells Fargo Bank, NA

Wendy Alison Nora
210 Second St NE
Minneapolis, MN 55413
612-333-4144
612-886-2444
accesslegalservices@gmail.com
Claimant, Counsel to Prospective Claimant Ray Elliott & Claimant Paul Papas

White & Case LLP
Attn: Gerard Uzzi
1155 Avenue of the Americas
New York, NY 10036-2787
212-819-8479
212-354-8113
-guzzi@whitecase.com
Counsel to Wells Fargo as collateral agent for the Prepetition Junior Secured Notes

Wilmington Trust
Jennifer Williams
1100 N. Market St.
Wilmington, DE 19801
302-636-6489
302-636-4140
jwilliams@wilmingtontrust.com; rmaney@wilmingtontrust.com
Securitization Trustee

In Re: RESIDENTIAL CAPITAL, LLC, et al.

US Bankruptcy Court, SDNY Case No. 12-12020 (MG)
Chapter 11

Wilmington Trust NA
Julie J Becker Vice President
50 South Sixth St Ste 1290
Minneapolis, MN 55402-1544
612-217-5628
612-217-5651
Member of Official Committee of Unsecured Creditors

Wilson Elser Moskowitz Edelman & Dicker LLP
Attn David L Tillem
3 Gannett Dr
White Plains, NY 10604-3407
914-323-7000 ext 7104
914-323-7001
david.tillem@wilsonelser.com
Counsel to the County of Putnam, Department of Finance

Winston & Strawn LLP
Attn: David Neier
200 Park Avenue
New York, NY 10166
212-294-5318
212-294-4700
dneier@winston.com
Counsel to GSE - Fannie Mae

Winston & Strawn LLP
David Neier, Carey D Schreiber & Alan Moskowitz
200 Park Avenue
New York, NY 10166-4193
212-294-6700
212-294-4700
dneier@winston.com; cschreiber@winston.com; almoskowitz@winston.com
Counsel to Federal National Mortgage Association

Wollmuth Maher & Deutsch LLP
Attn James N Lawlor
One Gateway Center 9th Fl
Newark, NJ 07102
973-733-9200
973-733-9292
jlawlor@wmd-law.com
Counsel to The Western and Southern Life Insurance Company et al

In Re: RESIDENTIAL CAPITAL, LLC, et al.

US Bankruptcy Court, SDNY Case No. 12-12020 (MG)
Chapter 11

Wollmuth Maher & Deutsch LLP

Attn Paul R DeFilippo & Steven S Fitzgerald

500 Fifth Ave 12th Fl

New York, NY 10110

212-382-3300

212-382-0050

pdefilippo@wmd-law.com;sfitzgerald@wmd-law.com

Counsel to The Western and Southern Life Insurance Company et al

Zuckerman Spaeder LLP

Graeme W. Bush & Nelson C. Cohen & Laura E. Neish

1185 Avenue of the Americas, 31st Floor

New York, NY 10036

212-704-9600

212-704-4256

gbush@zuckerman.com; ncohen@zuckerman.com; lneish@zuckerman.com

Counsel to National Credit Union Administration Board, as Liquidating Agent of U.S. Central
Federal Credit Union, Western Corporate Federal Credit Union, Members United Corporate
Federal Credit Union, Southwest Corporate Federal Credit Union and Constitution Corporate
Federal Credit Union

Zuckerman Spaeder LLP

Graeme W. Bush & Nelson C. Cohen & Laura E. Neish

1800 M Street, N.W., Suite 1000

Washington, DC 20036

202-778-1800

202-822-8106

gbush@zuckerman.com; ncohen@zuckerman.com; lneish@zuckerman.com

Counsel to National Credit Union Administration Board, as Liquidating Agent of U.S. Central
Federal Credit Union, Western Corporate Federal Credit Union, Members United Corporate
Federal Credit Union, Southwest Corporate Federal Credit Union and Constitution Corporate
Federal Credit Union